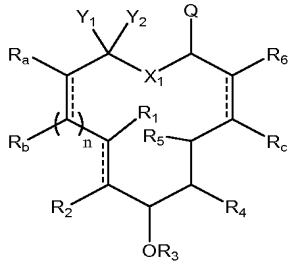
AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. **(CURRENTLY AMENDED)** A pharmaceutical composition comprising:

a pharmaceutically acceptable carrier, adjuvant or vehicle; and

a therapeutically effective amount of a compound having the structure:

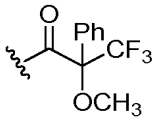


(I)

or pharmaceutically acceptable salt thereof;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are each independently hydrogen or lower alkyl;

$\mathbf{R_3}$ is hydrogen or lower alkyl, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;

$\mathbf{R_4}$ is ~~**hydrogen,**~~ halogen, $-OR^{4A}$, oxo, $-OC(=O)R^{4A}$,  or $-NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

$\mathbf{R_5}$ is hydrogen or lower alkyl;

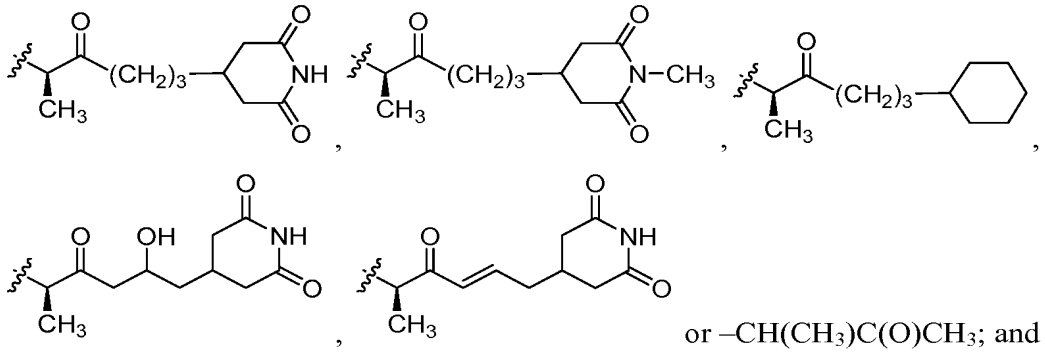
$\mathbf{R_6}$ is hydrogen or lower alkyl;

$\mathbf{R_a}$ and each occurrence of $\mathbf{R_b}$ and **Rc** are independently hydrogen;

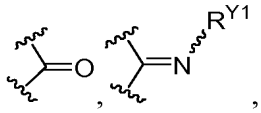
n is 3;

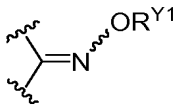
$\mathbf{X_1}$ is O, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen;

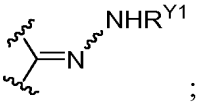
Q is hydrogen, lower alkyl,



or –CH(CH$_3$)C(O)CH$_3$; and

Y_1 and **Y_2** are independently hydrogen, lower alkyl, or CF_3; or WR^{Y1}; wherein W is independently –O–, or –NR^{Y2}, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or lower alkyl; or an aliphatic, heteroaliphatic, or Y_1 and Y_2 together with the carbon atom to which they are attached form a moiety having the structure: 

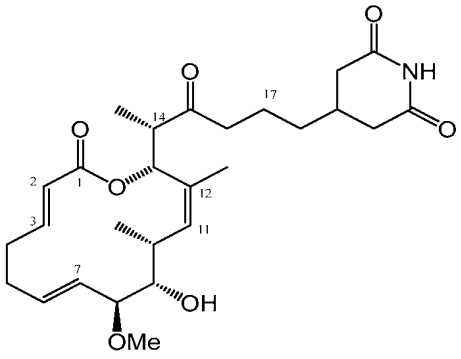
, 

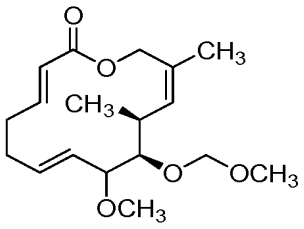
or 

;

whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight,

with the proviso that the compound does not have the following structure:



or 

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2. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. (**ORIGINAL**) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. (**ORIGINAL**) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. (**ORIGINAL**) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. (**ORIGINAL**) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. (**ORIGINAL**) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

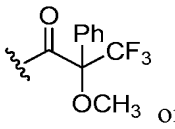
9. (**ORIGINAL**) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. (**ORIGINAL**) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

11. (**CURRENTLY AMENDED**) The composition of claim 1, wherein:

R_1 and **R_2** are each independently hydrogen or substituted or unsubstituted lower alkyl;

R_3 is hydrogen, or substituted or unsubstituted lower alkyl;

R_4 is ~~**hydrogen,**~~ halogen, $-OR^{4A}$, $-OC(=O)R^{4A}$, oxo, ~~**-OC(=O)R4A,**~~  or $-NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

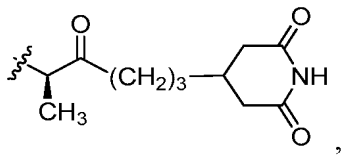
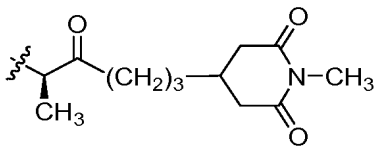
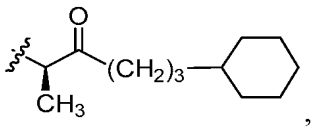
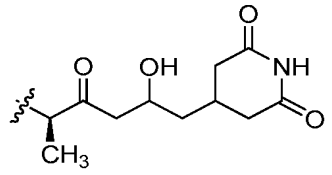
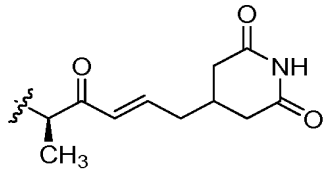
R_5 and **R_6** are each independently hydrogen or substituted or unsubstituted lower alkyl;

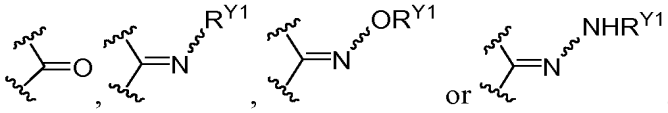
R_a and each occurrence of **R_b** and **Rc** are independently hydrogen;

n is 3 ;

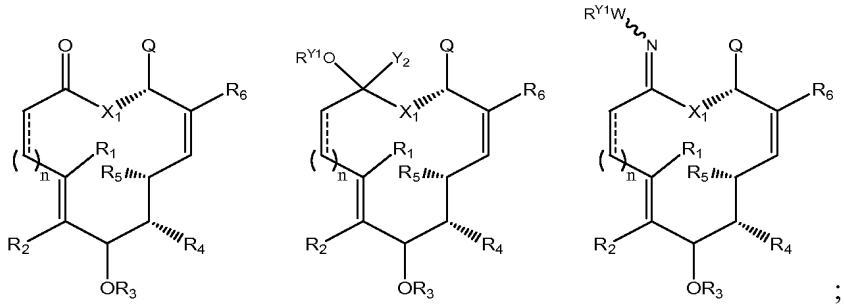
$\mathbf{X_1}$ is O, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen;

Q is hydrogen, lower alkyl,






or -$CH(CH_3)C(O)CH_3$; and

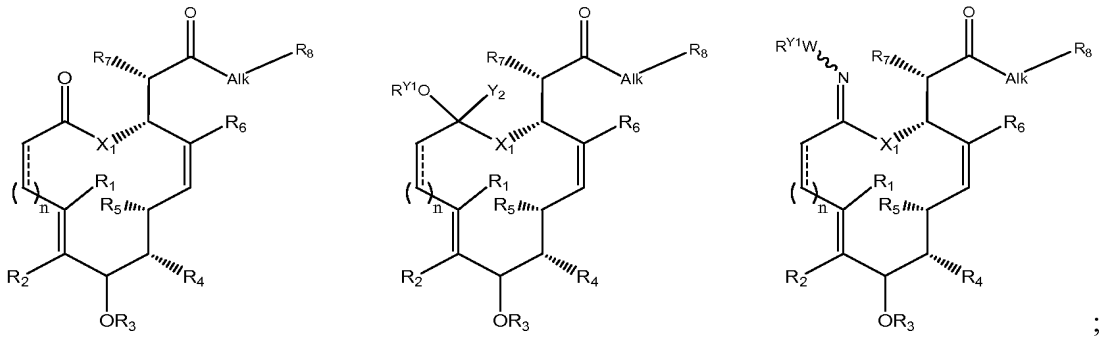
$\mathbf{Y_1}$ and $\mathbf{Y_2}$ are independently hydrogen, lower alkyl, or CF_3; or WR^{Y1}; wherein W is independently O, or NR^{Y2}, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an alkyl, or $\mathbf{Y_1}$ and $\mathbf{Y_2}$ together with the carbon atom to which they are attached form a moiety having the structure:  .

12. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the following structures:


;

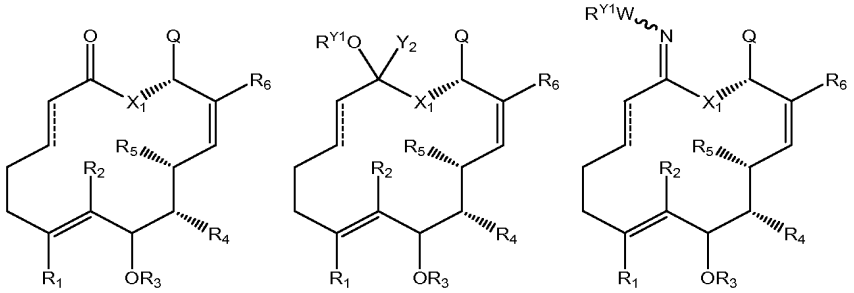
wherein R_1-R_6, Y_2, X_1, n and Q are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, ~~**or**~~ an aliphatic **moiety**, **or a** heteroaliphatic **moiety**.

13. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



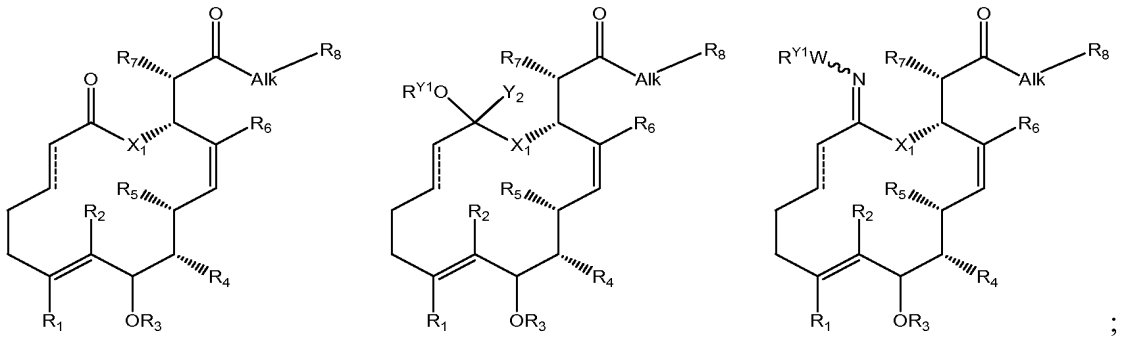
wherein R_1-R_6, Y_2, X_1, and n are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C_{0-6} alkylenyl or **a** C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, **or** NR^{Z1} **, wherein** R^{Z1} is independently hydrogen or alkyl.

14. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R_1-R_6, Y_2, Q and X_1 are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, ~~or~~ an aliphatic **moiety**, **or a** heteroaliphatic **moiety**.

15. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:



;

wherein R_1-R_6, X_1 and Y_2 are as defined in claim 1; W is O or NH; R^{Y1} is hydrogen, ~~or~~ an aliphatic **moiety**, **or a** heteroaliphatic **moiety**, R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, NR^{Z1}**, wherein** R^{Z1} is independently hydrogen, or alkyl~~, and R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl~~.

16. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_1 and R_2 are each hydrogen.

17. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_5 and R_6 are each methyl.

18. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_3 is lower alkyl.

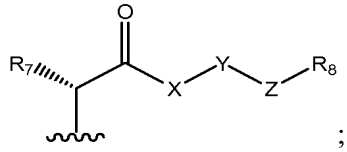
19. **(ORIGINAL)** The composition of claim 18, wherein R_3 is methyl.

20. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_4 is OH, NH_2 or halogen.

21. **(ORIGINAL)** The composition of claim 13 or 15, wherein R_7 is lower alkyl.

22. **(ORIGINAL)** The composition of claim 21, wherein R_7 is methyl.

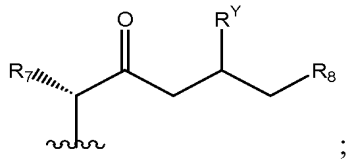
23. **(CURRENTLY AMENDED)** The composition of claim 1, wherein Q has the structure:



;

wherein R_7 is a substituted or unsubstituted, **or a** lower alkyl **moiety**; R_8 is a substituted or unsubstituted carbocyclic, or heterocyclic **moiety**; and X, Y and Z are independently a bond, -O-, -C(=O)-, $-NR^{Z1}-$, $-CHOR^{Z1}$, or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1} ~~and each occurrence of~~ **, wherein** R^{Z1} is hydrogen or alkyl; and pharmaceutically acceptable derivatives thereof.

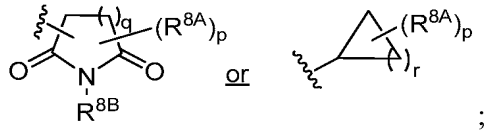
24. **(CURRENTLY AMENDED)** The composition of claim 23, wherein Q has the structure:



;

wherein R_7 is a substituted or unsubstituted lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic **moiety**, or **a** heterocyclic **moiety**; and R^Y is hydrogen, $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

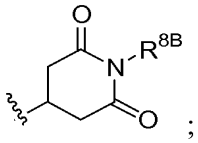
25. **(CURRENTLY AMENDED)** The composition claim 13, wherein R_8 is one of:



;

wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. **(ORIGINAL)** The composition of claim 25, wherein R_8 has the structure:



;

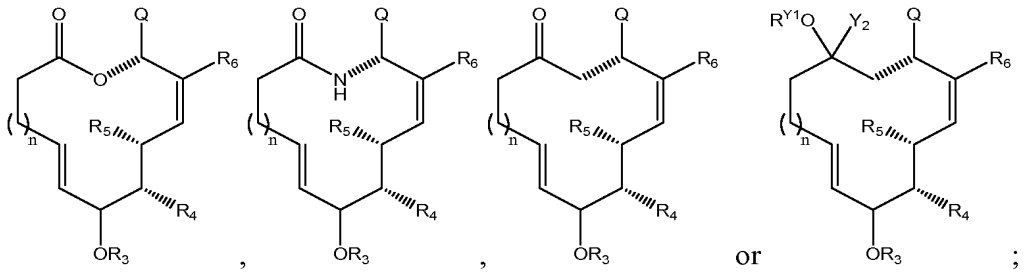
wherein R^{8B} is hydrogen or lower alkyl.

27. **(PREVIOUSLY PRESENTED)** The composition of claim 1 wherein n is 3.

28. **(PREVIOUSLY PRESENTED)** The composition of claim 12 wherein Y_1 is OR^{Y1} and Y_2 is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.

29. **(ORIGINAL)** The composition of claim 28, wherein Y_1 is OH and Y_2 is CF_3.

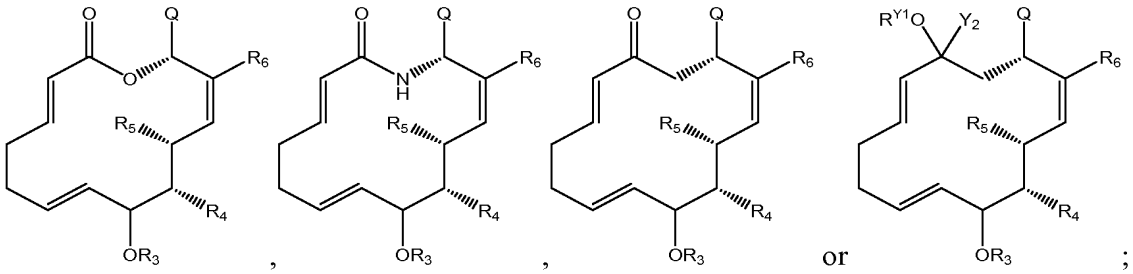
30. **(ORIGINAL)** The composition of claim 11 wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6, n and Q are as defined in claim 1; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

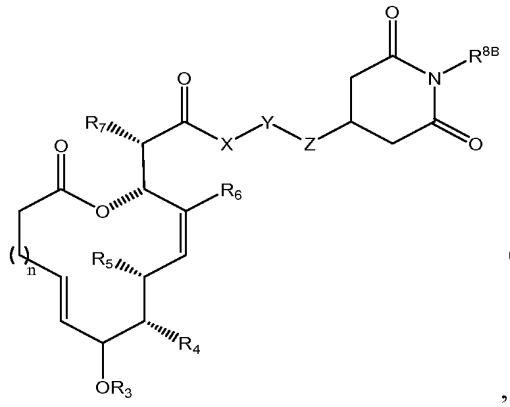
31. **(ORIGINAL)** The composition of claim 1 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

32. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure: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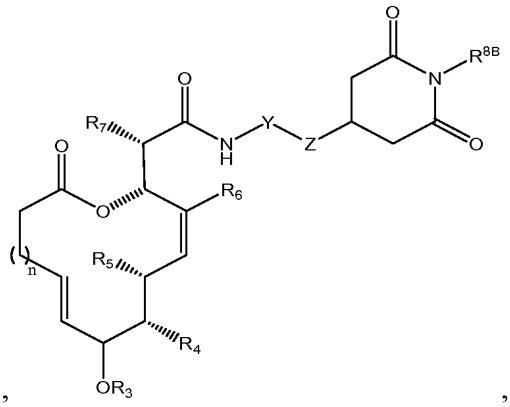
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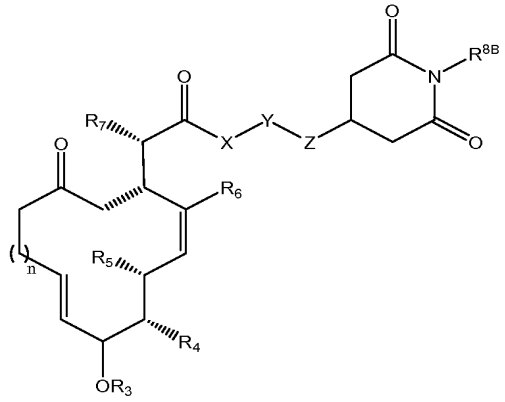
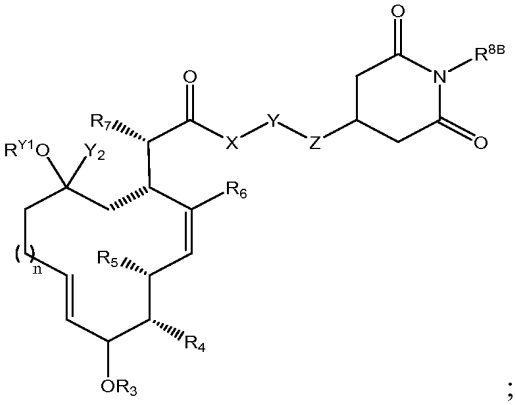
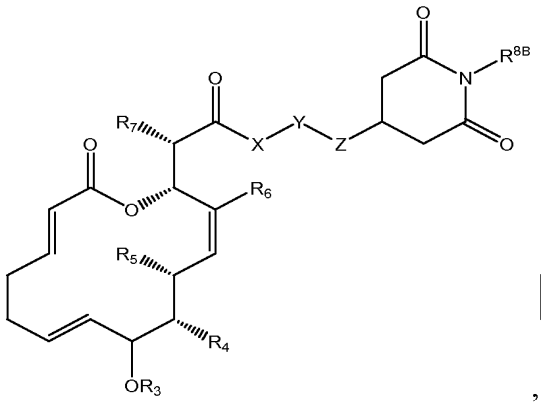

or

;

or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}-, -$CHOR^{Z1}$; or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}; and R^{Z1} is hydrogen, or alkyl.

33. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure: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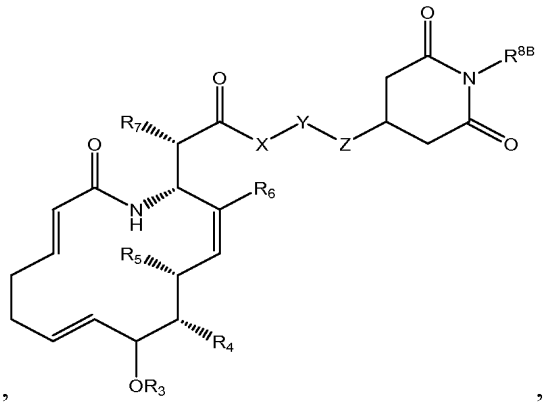
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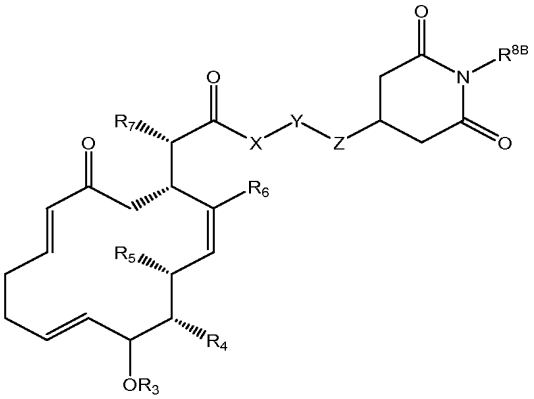
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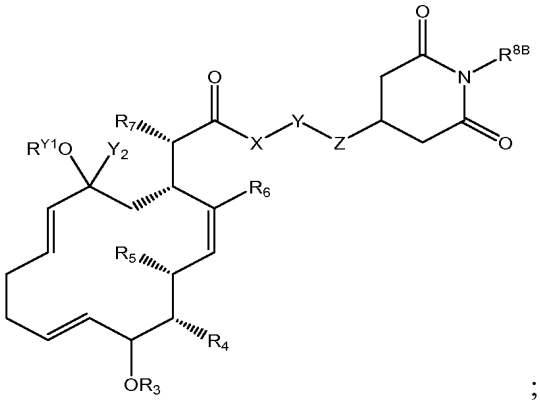
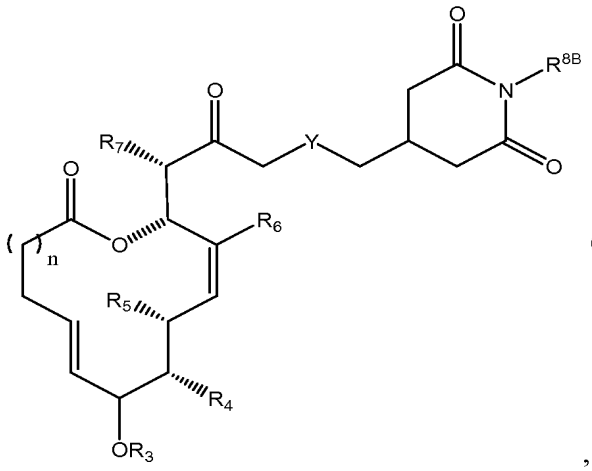

;

or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}, or -$CHOR^{Z1}$; or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}; and R^{Z1} is hydrogen or alkyl.

34. **(PREVIOUSLY PRESENTED)** The composition of claim 32 or 33, wherein –X-Y-Z together represents the moiety -CH_2-Y-CH_2; wherein Y is -$CHOR^{Y1}$ or C=O; and R^{Y1} and R^{Y2} are independently hydrogen or alkyl.

35. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



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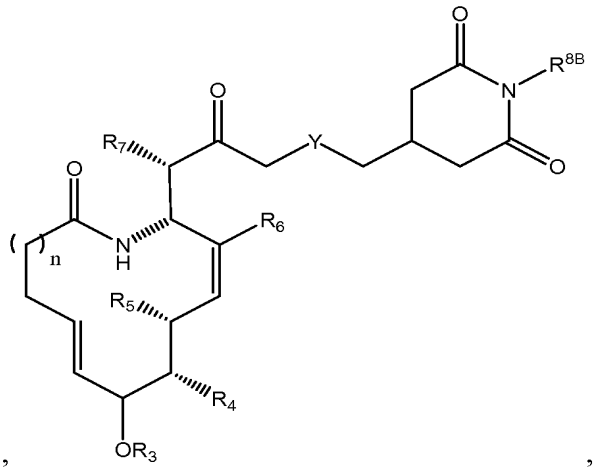

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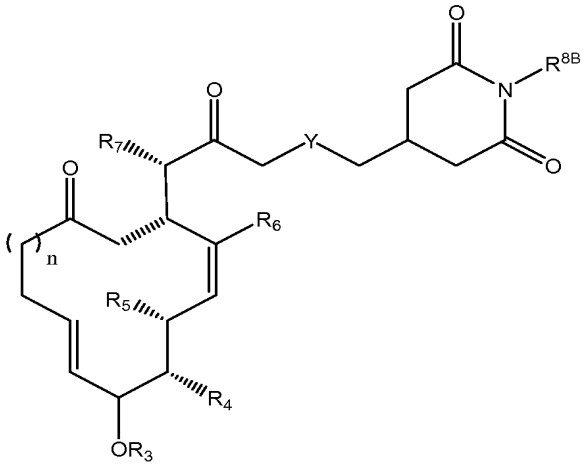
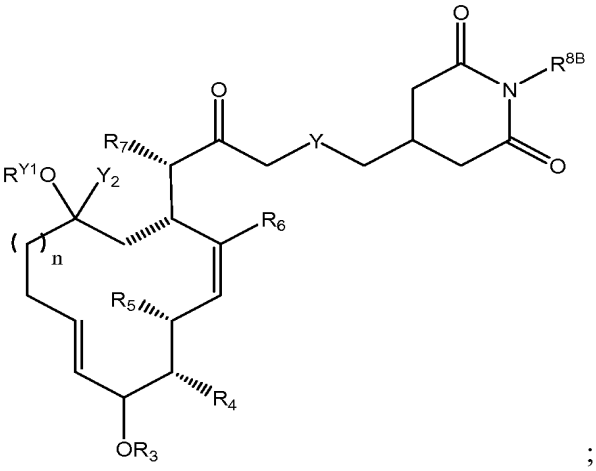


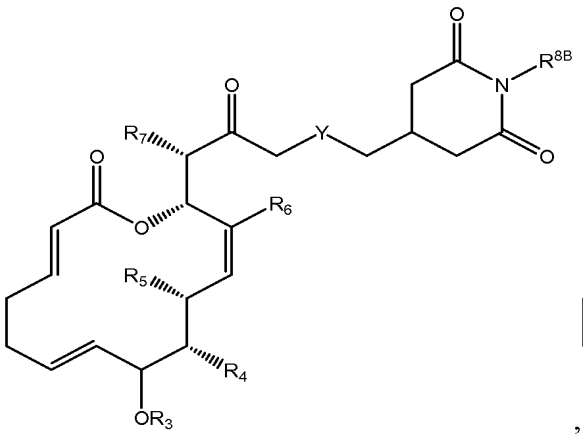
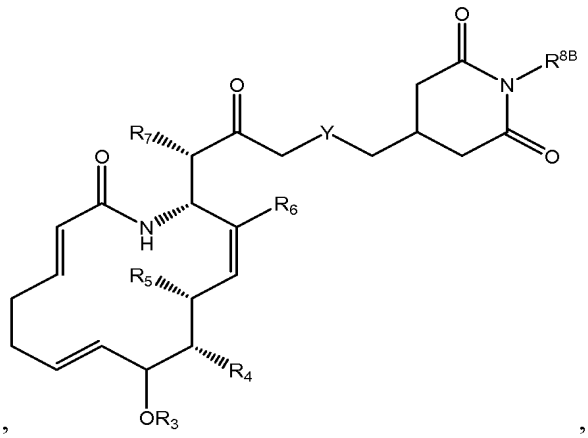
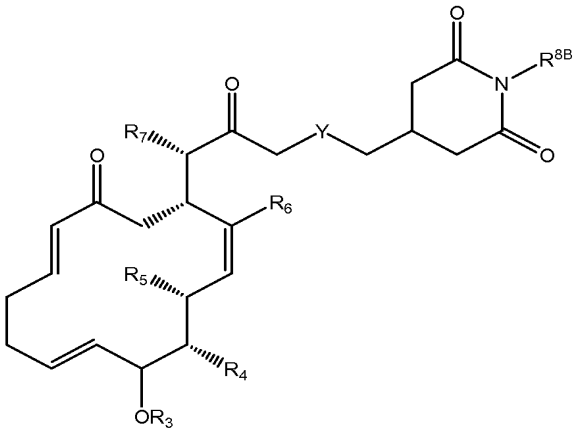
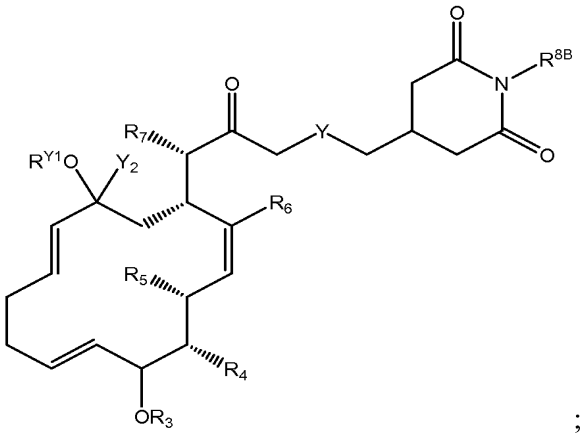
or



;

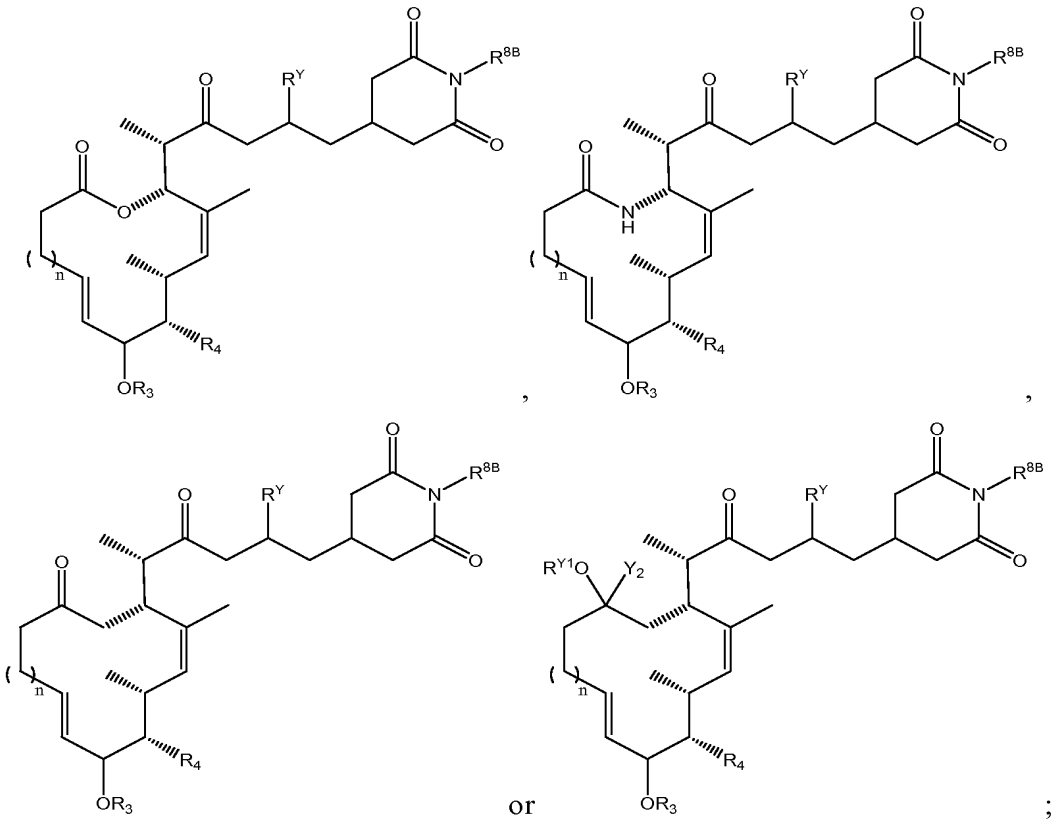
wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is -CHOR^{Y1}, or C=O, and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

36. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:

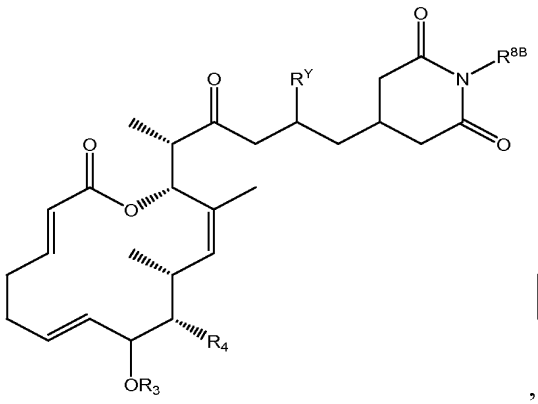
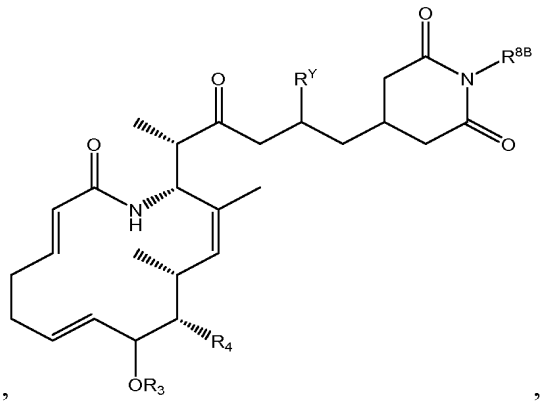
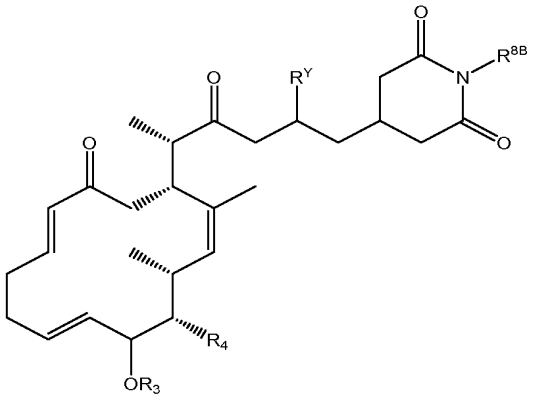
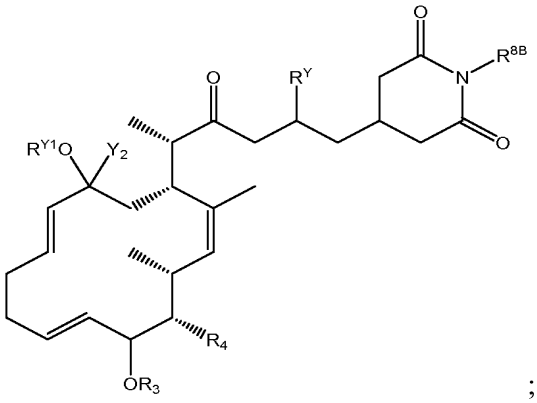
wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is -CHOR^{Y1}, or C=O; and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

37. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



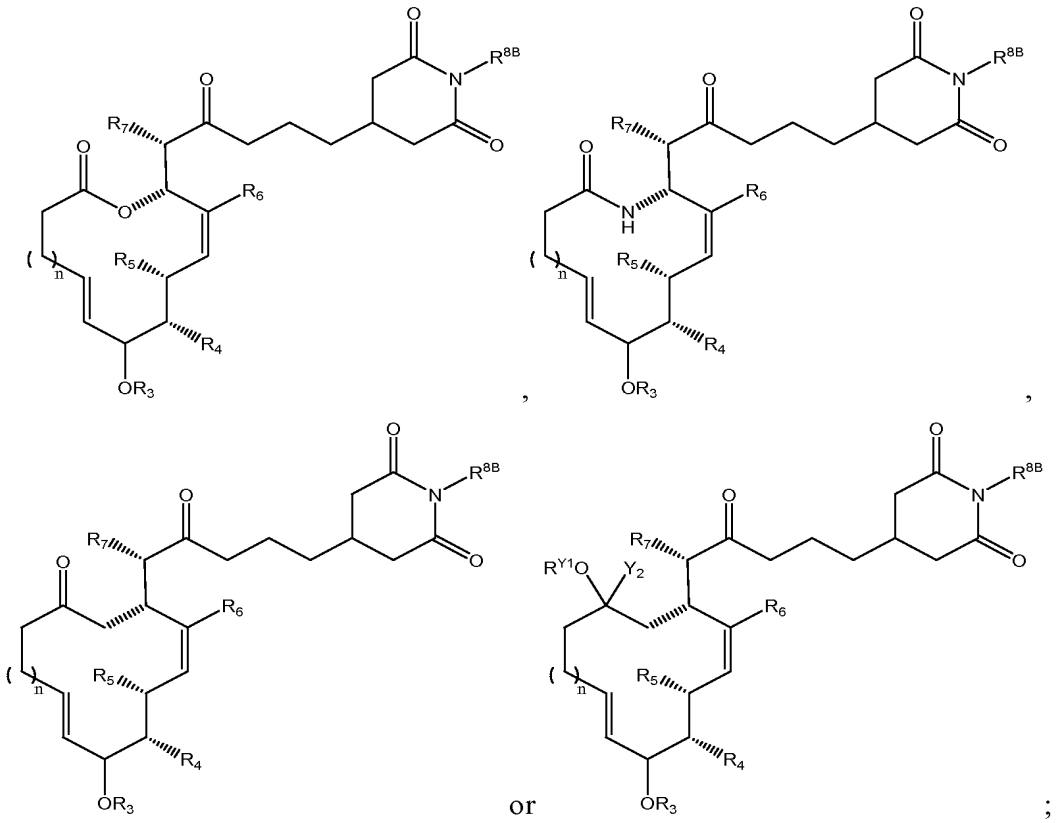
wherein n, R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

38. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

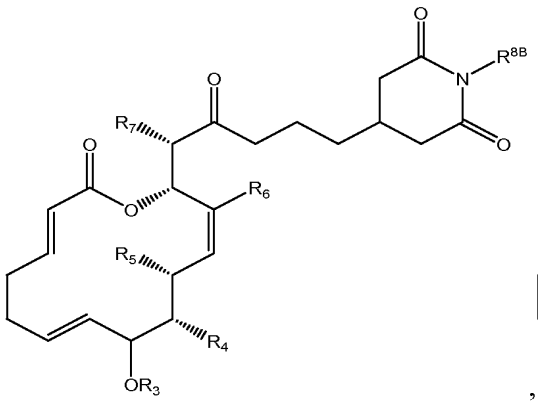
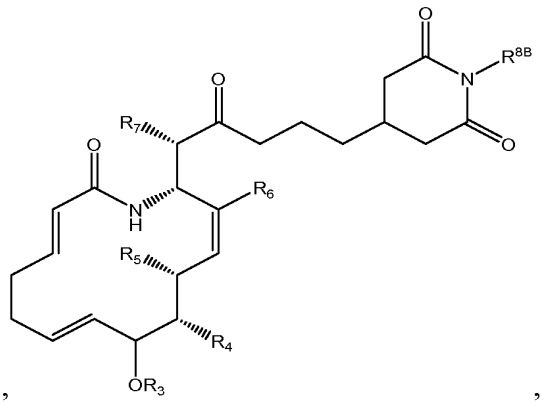
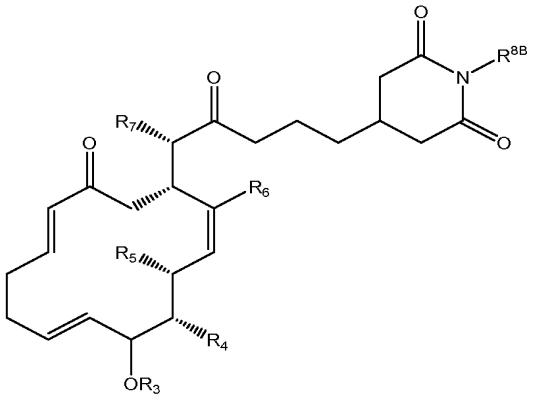
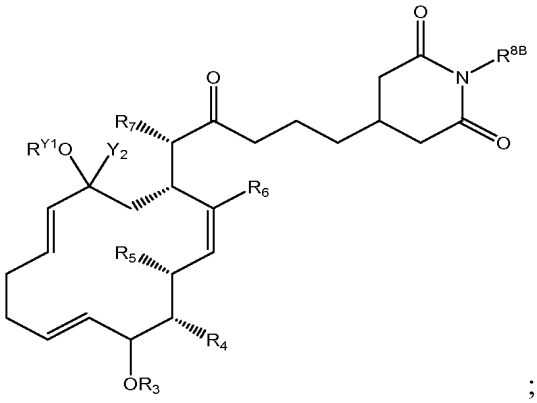
wherein R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

39. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



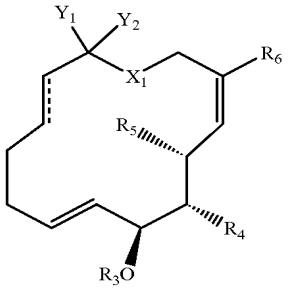
wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:




or

;

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X_1 is CH_2, NH or O;

Y_1 and Y_2 are independently OH, $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are –C=O, wherein R^{Y1} is halo;

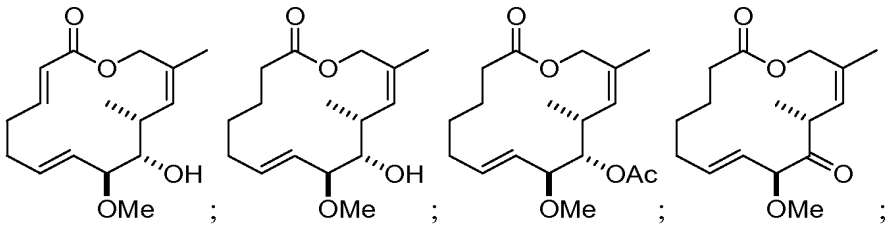
R_6 is H or lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH**, –OAc or oxo**; and

R_3 is alkyl.

42. (**ORIGINAL**) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (**CANCELED**).

45. (**ORIGINAL**) The composition of claim 1, further comprising a cytotoxic agent.

46. (**ORIGINAL**) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (**ORIGINAL**) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (**CANCELED**).